

UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF PENNSYLVANIA

IN RE:	:	CASE NO. 08-11904(TPA)
	:	
THAYER POWER AND COMMUNICATION	:	CHAPTER 11
LINE CONSTRUCTION COMPANY,	:	
	:	Related to Docket Nos. 302, 337 & 377
Debtor.	:	
	:	JUDGE AGRESTI
THAYER POWER AND COMMUNICATION	:	
LINE CONSTRUCTION COMPANY,	:	
	:	
Movant,	:	
	:	
vs.	:	
	:	
THE ANDERSON GROUP, LLC; KEYBANK,	:	
N.A.; UNITED STATES OF AMERICA,	:	
INTERNAL REVENUE SERVICE; THE	:	
COMMONWEALTH OF PENNSYLVANIA,	:	
OFFICE OF THE ATTORNEY GENERAL;	:	
AND THE OFFICIAL COMMITTEE OF	:	
UNSECURED CREDITORS,	:	
	:	
Respondents.	:	

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**EXHIBIT TO SCHEDULE 1.1(e) OF STALKING HORSE  
ASSET PURCHASE AGREEMENT**

Pursuant to Paragraph F of the *Order on Expedited Motion for Approval of (I) Bidding Procedures; (II) Break-Up Fee Related to the Sale of Substantially all of Debtor's Personal Property; and (III) Form and Manner of Sale Notice* (the "Bidding Procedures Order"), the Debtor, Thayer Power and Communication Line Construction Company (the "Debtor") by and through its undersigned counsel, hereby files this *Exhibit to Schedule 1.1(e) of Stalking Horse Asset Purchase Agreement* (the "Exhibit").

The Exhibit is a letter from counsel for the National Electrical Annuity Plan (the “NEAP”) and National Electrical Benefit Fund (the “NEBF” and collectively with the NEAP, the “Funds”) setting forth payment terms the Funds are willing to accept from a successful purchaser in connection with the proposed sale of substantially all of the Debtor’s assets. The Funds continue to negotiate with Thayer Investments LLC (the “Stalking Horse Bidder”), but the parties have not reached a definitive agreement.

Dated: February 1, 2010

Respectfully submitted,

QUINN, BUSECK, LEEMHUIS, TOOHEY &  
KROTO, INC.

BY: /s/ Nicholas R. Pagliari

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